



25  
YEARS  
OF HERITAGE

**Ref: SECT: STOC: 45 – 20**

19<sup>th</sup> June, 2020

To  
The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To  
The Manager,  
Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051

**Scrip Code: 519552**

**Scrip Code: HERITGFOOD**

**Sub: Intimation of Results of Postal Ballot**

**Ref: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

Further to our letter dated May 18, 2020 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated May 14, 2020, we are submitting herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company to approve the following items along with the Scrutinizer's Report issued by Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), the Scrutinizer:

**Item No 1:** To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company

**Item No 2:** To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

The Company had conducted the Postal Ballot process and remote e-voting ('E-voting') pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India (the 'MHA') and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 (the 'MCA Circulars') and pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act read with and the Rules made there under, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings {'SS-2'} issued by Institute of Company Secretaries of India and the provisions of the MCA Circulars and any amendments thereto.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company had sent Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, Registrars and Share Transfer Agents or Depository Participants and the communication of assent/dissent of the members will only take place through the E-voting system.

**HERITAGE FOODS LIMITED**

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**

Regd. Off: # 6-3-541/C, Panjagutta, Hyderabad - 500 082. Telangana, INDIA. Tel.: +91-40-23391221, 23391222, Fax: 23326789, 23318090

Email: hfl@heritagefoods.in, Website : www.heritagefoods.in





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The Company had engaged the services of its Registrars and Share Transfer Agents viz. M/s. Kfin Technologies Private Limited, Hyderabad ("KFIN") to provide platform for recording votes of shareholders electronically through Remote e-voting. KFIN has set up the Remote e-voting facility on the e-voting website: <http://evoting.karvy.com>. The Company and KFIN had uploaded the Notice together with the explanatory statement on their respective websites [www.heritagefoods.in](http://www.heritagefoods.in) and <https://evoting.karvy.com>, and the same had been uploaded on the website of the stock exchanges where the shares of the Company are listed. KFIN had generated Electronic Voting Event Number: 5283 ('EVEN') for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the Members for this Postal Ballot and Members were required to communicate their assent or dissent through the remote e-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.

In addition to the above, the Company also published full text of the Notice apart from the publication required to be made as per Rule 20 and 22 of the Companies (Administration and Management) Rules 2014, as amended from time to time, in "Financial Express (all India editions)", English Newspaper, and in "Andhra Prabha (Hyderabad edition)", Telegu Newspaper, on May 19, 2020.

The Notice was sent through e-mail to 20,634 members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants. The total number of Members as on the Cut-off date i.e. Friday, May 15, 2020, was 23,671. The E-voting period for Postal Ballot commenced on Tuesday, May 19, 2020 at 09:00 a.m. India Standard Time ('IST') and concluded on Wednesday, June 17, 2020 at 05:00 p.m. (IST) both days inclusive.

The Board of Directors of the Company had appointed Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer has carried out the Scrutiny of the Electronic votes received upto the last date of receipt i.e. Wednesday, June 17, 2020 and submitted her report to the Chairman of the Company. Based on the Scrutinizer Report the Chairman of the Company declared the following results of the Postal Ballot on Friday, June 19, 2020 at the Registered Office of the Company.

We are pleased to inform that the Shareholders have approved both the aforesaid resolutions with requisite majority (99.99% in favour of Item No. 1 and 89.27% in favour of Item No. 2 of Postal Ballot Notice dated May 14, 2020). The approval is deemed to have been received on the last date of e-voting i.e. on Wednesday, June 17, 2020.

Further the disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the voting result of Postal ballot is enclosed.

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<b>Company Name</b>	HERITAGE FOODS LIMITED
<b>Date of the Postal Ballot Result</b>	June 17, 2020
<b>Total number of shareholders on record date (on Friday May 15, 2020)</b>	23671
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

**Resolution 1:** To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company

**Resolution Required:** Special Resolution

**Manner of Voting-:** E-voting

**Whether promoter/ promoter group are interested in the agenda/resolution:** No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll	18513842	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18513842	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	6982137	0	100.00	0.00
	Poll	9217088	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	9217088	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	18667070	6976566	37.37	6973938	2628	99.96	0.04
	Poll	18667070	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18667070	0	0.00	00	0	0.00	0.00
	<b>Total</b>	<b>46398000</b>	<b>32130445</b>	<b>69.25</b>	<b>32127817</b>	<b>2628</b>	<b>99.99</b>	<b>0.01</b>

The number of votes in favour of the Special Resolution is 99.99%, thus the special resolution is therefore approved by the share holders with requisite majority



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**Resolution 2:** To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

**Resolution Required:** Special Resolution

**Manner of Voting-:** E-voting

**Whether promoter/ promoter group are interested in the agenda/resolution:** No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll	18513842	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18513842	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	3537167	3444970	50.66	49.34
	Poll	9217088	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	9217088	0	0.00	00	0	0.00	0.00
Public-Non Institutions	E-Voting	18667070	6976327	37.37	6973649	2678	99.96	0.04
	Poll	18667070	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18667070	0	0.00	00	0	0.00	0.00
<b>Total</b>		<b>46398000</b>	<b>32130206</b>	<b>69.25</b>	<b>28682558</b>	<b>3447648</b>	<b>89.27</b>	<b>10.73</b>

The number of votes in favour of the Special Resolution is 89.27%. Thus the special resolution is therefore approved by the share holders with requisite majority.

Based on the Scrutinizer's Report, we would like to inform you that the Special Resolutions as set out in the Notice of Postal Ballot dated May 14, 2020 has been duly approved by the Members of the Company with requisite majority.

So, we are enclosing a copy of scrutinizers report for your reference. The same will also be made available on the Company's website at [www.heritagefoods.in](http://www.heritagefoods.in)

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,  
For HERITAGE FOODS LIMITED

**UMAKANTA BARIK**  
Company Secretary & Compliance Officer  
M. No. FCS-6317

Encl: a/a



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CS. SAVITA JYOTI, B.Com., F.C.S.

**SCRUTINIZER'S REPORT**

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 and the MCA Circulars]

To  
The Chairman  
Heritage Foods Limited  
#6-3-541/C, Panjagutta,  
Hyderabad-500082, Telangana  
CIN: L15209TG1992PLC014332

Dear Sir,

**Sub: Passing of resolutions through Postal Ballot.**

Pursuant to the resolution passed by the Board of Directors of M/s. Heritage Foods Limited (Herein after called HFL) on May 14, 2020 we have been appointed as scrutinizer to receive process and scrutinize the postal ballot ('Postal Ballot') by way of remote electronic voting (e-voting) in respect of the Special resolutions as circulated in the postal ballot notice dated May 14, 2020.

The Company had engaged the services of its Registrars and Transfer Agents viz, Kfin Technologies Private Limited, Hyderabad to provide platform for recording votes of shareholders electronically through Remote e-voting. Kfin Technologies Private Limited has set up the Remote e-voting facility on the e-voting website: <http://evoting.karvy.com>

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India (the 'MHA') and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 (the 'MCA Circulars') and pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings {'SS-2'} issued by Institute of Company Secretaries of India (ICSI) and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company circulated the Postal Ballot Notice for passing of the resolutions.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, We report that the Company had sent Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository Participants and the communication of assent/ dissent of the members will only take place through the E-voting

AJ .

**CS. SAVITA JYOTI**, B Com., F C S.

system. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company. In addition to the above, the Company also published full text of the Notice apart from the publication required to be made as per Rule 20 and 22 of the Companies (Administration and Management) Rules 2014, as amended from time to time, in "Financial Express (all India editions)", English Newspaper, and in "Andhra Prabha (Hyderabad edition)", Telugu Newspaper, on May 19, 2020.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting. Our responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice.

We report that the Notice , in accordance with the relevant provisions of the Act read with Rules made thereunder were sent to all the members whose email id was registered with the Depositories and as made available with the RTA to Members numbering to 20634 through email. The total Number of Members as on the Cut-off date was 23671. The Members were required to cast their votes on or before 5.00 P.M., on Wednesday June 17, 2020

The items for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder.

<b>Item. No</b>	<b>Description of Special Resolutions</b>
1	To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company.
2	To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

On scrutiny, we report that 162 shareholders exercised their vote through e-voting in Resolution 1 and 2.

AJ

**The details of the Voting are as under:**

**1) Result of Postal Ballot To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company:**

Details of Resolution	Special Resolution
Resolution Required	Special Resolution
Mode of Voting	E-Voting
Date of Postal Ballot Notice	Thursday, May 14, 2020
Cut-off date for reckoning voting rights	Friday, May 15, 2020
Date of dispatch of Notice by e-mail	Monday, May 18, 2020
E-voting commenced on	Tuesday, May 19, 2020, at 9.00 am IST
E-Voting ended on	Wednesday, June 17, 2020 at 5.00 IST
Total no. of Shareholders on cut-off date	23671

(i) Voted in **favour** of the resolution:

No. of members		No. of votes cast in favor of Resolution	% of total no. of valid votes cast
Voted by Electronic mode	120	32127817	99.9918
Total	120	32127817	99.9918

(ii) Voted in **against** of the resolution:

No. of members		No. of votes cast in against of Resolution	% of total no. of valid votes cast
Voted by Electronic mode	35	2628	0.0082
Total	35	2628	0.0082

(iii) **Invalid & Abstain** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	2066

As the number of votes cast in favour of the Resolution is three times more than the number of votes cast against, We report that the Special Resolution as set forth in the Postal Ballot Notice dated May 14, 2020 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Wednesday June 17, 2020.

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CS. SAVITA JYOTI, B.Com., F.C.S.

- 2) **Result of Postal Ballot To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013:**

Details of Resolution	Special Resolution
Resolution Required	Special Resolution
Mode of Voting	E-Voting
Date of Postal Ballot Notice	Thursday, May 14, 2020
Cut-off date for reckoning voting rights	Friday, May 15, 2020
Date of dispatch of Notice by e-mail	Monday, May 18, 2020
E-voting commenced on	Tuesday, May 19, 2020, at 9.00 am IST
E-Voting ended on	Wednesday, June 17, 2020 at 5.00 IST
Total no. of Shareholders on cut-off date	23671

- (i) Voted in **favour** of the resolution:

No. of members		No. of votes cast in favor of Resolution	% of total no. of valid votes cast
Voted by Electronic mode	93	28682558	89.2698
Total	93	28682558	89.2698

- (ii) Voted in **against** of the resolution:

No. of members		No. of votes cast in against of Resolution	% of total no. of valid votes cast
Voted by Electronic mode	60	3447648	10.7302
Total	60	3447648	10.7302

- (iii) **Invalid** & Abstain votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
9	2305

As the number of votes cast in favour of the Resolution is three times more than the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated May 14, 2020 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Wednesday June 17, 2020.

AJ

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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**CS. SAVITA JYOTI**, B Com., F C S.

We further report that as per the Postal Ballot Notice dated May 14, 2020 and the Board Resolution dated May 14, 2020, the Chairman of the Company may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on or before June 19, 2020. The result of the Postal Ballot will be displayed on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in) as also that of the Service Provider KFIN at <https://evoting.karvy.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Company are listed and the results will also be displayed at the Registered Office of the Company.

We further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from KFIN, the Service Provider for the e-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company

We thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Company.

**Thanking you**

**For SAVITA JYOTI ASSOCIATES**  
**Practicing Company Secretaries**

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796



**Scrutinizer**

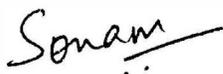
CP No- 1796

M No- FCS 3738

UDIN: F003738B000353219

Place: Hyderabad  
Date: 18/06/2020

Witness 1.



Witness 2.

